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February 26, 2003

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 16689-W FILED  
FEB 26 '03 1-58 PM  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of February 20, 2003. The primary document to which this is connected is recorded under Recordation No. 16689. We request that one copy of this document be recorded under Recordation No. 16689-W.

The name and address of the party to the Instrument of Satisfaction and Release is:

Indenture Trustee:

U.S. Bank National Association f/k/a U.S. Bank Trust National Association  
180 East Fifth Street 2<sup>nd</sup> Floor  
St. Paul, MN 55101

A description of the equipment covered by Instrument of Satisfaction and Release consists of all of the railroad equipment pledged under the Security Agreement and Trust Indenture, as amended.

A fee of \$ 30.00 is enclosed. Please return three copies to:

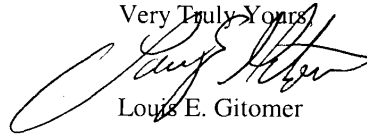
Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

BALL JANIK LLP

Honorable Vernon A. Williams  
February 26, 2003  
Page 2

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release by U.S. Bank National Association f/k/a U.S. Bank Trust National Association, 180 East Fifth Street 2<sup>nd</sup> Floor, St. Paul, MN 55101, covering all of the railroad equipment pledged under the Security Agreement and Trust Indenture, as amended.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of February ~~20~~2003, by U.S. Bank National Association, formerly known as U.S. Bank Trust National Association formerly known as First Trust National Association successor-in-interest to First Trust of Illinois, N.A. successor-in-interest to Bank of America Illinois successor-in-interest to Continental Bank, National Association (collectively "US Bank"), as indenture trustee.

WITNESSETH

WHEREAS, by Security Agreement and Trust Indenture dated as of December 14, 1989 (the "SATI") between First Security Bank of Utah, N.A. ("First Utah"), as owner trustee, and Continental Bank, National Association ("Continental"), as indenture trustee, which was recorded at the Interstate Commerce Commission (the "ICC") under Recordation Number 16689-B on December 28, 1989, First Utah pledged railroad cars to be identified later to Continental;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 1 ("SATI1") dated December 28, 1989 between First Utah and Continental, which was recorded at the ICC under Recordation Number 16689-C on December 28, 1989, as amended by the First Amendment to Security Agreement and Trust Indenture Supplement No. 1 dated as of December 28, 1989 (the "FASATI1") between First Utah and Continental, which was recorded at the ICC under Recordation Number 16689-E on March 9, 1990, First Utah agreed to pledge to Continental 111 railroad cars (the "Equipment");

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 2 dated as of November 19, 1991 ("SATI2") between First Utah and Continental, which was recorded at the ICC under Recordation Number 16689-G on December 30, 1991 First Utah and Continental agreed to change the car marks and numbers for 53 railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 3 dated as of January 31, 1992 ("SATI3") between First Utah and Continental, which was recorded at the ICC under Recordation Number 16689-I on February 19, 1992 First Utah and Continental agreed to change the car marks and numbers for 29 railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 4 dated as of March 20, 1995 ("SATI4") between First Utah and Bank of America Illinois ("BAI"), successor-in-interest to Continental, which was recorded at the ICC under Recordation Number 16689-N on July 19, 1995 First Utah and BAI agreed to change the car marks and numbers for three railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 5 dated as of March 20, 1995 ("SATI5") between First Utah and BAI, which was recorded at the ICC under Recordation Number 16689-O on July 19, 1995 First Utah and BAI agreed to change the car marks and numbers for 15 railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 6 dated as of March 20, 1995 ("SATI6") between First Utah and BAI, which was recorded at the ICC under Recordation Number 16689-P on July 19, 1995 First Utah and BAI agreed to change the car marks and numbers for 14 railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 7 dated as of September 12, 1996 ("SATI7") between First Security Bank, N.A. ("FSB"), successor-in-interest to First Utah and First Trust of Illinois, N.A. ("FTI"), successor-in-interest to BAI, which was recorded at the Surface Transportation Board (the "STB") under Recordation Number 16689-R on October 9, 1996 FSB and FTI agreed to change the car marks and numbers for five railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 8 executed March 15, 1999 and March 25, 1999 ("SATI8") between FSB and U.S. Bank Trust National Association ("USB") f/k/a First Trust National Association, successor-in-interest to FTI, which was recorded at the STB under Recordation Number 16689-T on April 6, 1999 FSB and USB agreed to change the car marks and numbers for 14 railroad cars;

WHEREAS, by Security Agreement and Trust Indenture Supplement No. 9 executed March 6, 2000 and March 20, 2000 ("SATI9") between FSB and USB, which was recorded at the STB under Recordation Number 16689-V on May 5, 2000 FSB and USB agreed to change the car marks and numbers for 11 railroad cars;

WHEREAS, Wells Fargo Bank Northwest ("Wells Fargo") is the successor to FSB, as owner trustee;

WHEREAS, US Bank, as indenture trustee, desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the SATI, SATI1, FASATI1, SATI2, SATI3, SATI4, SATI5, SATI6, SATI7, SATI8, and SATI9 with respect to the Equipment.

NOW, THEREFORE, in consideration of the premises:

US Bank, as indenture trustee, does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the SATI, SATI1, FASATI1, SATI2, SATI3, SATI4, SATI5, SATI6, SATI7, SATI8, and SATI9 with respect to the Equipment. US Bank, as indenture trustee, does hereby acknowledge and agree that all of the monetary obligations of Wells Fargo, as owner trustee, under SATI, SATI1, FASATI1, SATI2, SATI3, SATI4, SATI5, SATI6, SATI7, SATI8, and SATI9 have been fully discharged and satisfied and US Bank, as indenture trustee, does hereby release its security interest in all of the Equipment and SATI, SATI1, FASATI1, SATI2, SATI3, SATI4, SATI5, SATI6, SATI7, SATI8, and SATI9 with regard to the Equipment.

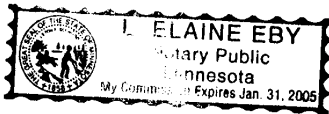
IN WITNESS WHEREOF, the US Bank, as indenture trustee, has executed or caused this Instrument to be executed as of the date first above written.

U.S. Bank National Association,  
as indenture trustee

By: [Signature]  
Name: Judith M. Zuzek  
Its: Assistant Vice President

STATE OF Minnesota )  
 ) ss.  
County of Ramsey )

On this 20<sup>th</sup> day of February, 2003, before me, L. Elaine Eby, the undersigned Notary Public, personally appeared Judith M. Zuzek personally known to me to be the person who executed the within instrument as Assistant Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



[Signature]  
Notary Public for Minnesota  
My Commission expires January 1, 2005